

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Pro-Football, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Maryland <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: Bank of America, N.A. Internal Address: Bank of America Corporate Center Street Address: 100 North Tryon Street City: Charlotte State: NC Zip: 29255 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other National banking association <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Security Interest Execution Date: October 15, 2002			4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74/300713 76/316641 B. Trademark Registration No.(s) 2608676 1861766 1611610 1606810 1228992 1228991 1086644 1085092 987127 978824 986668 989220 836122 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Maria A. Lijoi, Esq. Internal Address: _____ Skadden, Arps, Slate, Meagher & Flom LLP Street Address: Four Times Square <div style="text-align: right; margin-right: 50px;">10036-</div> City: New York State: NY Zip: 6522			6. Total number of applications and registrations involved: 15 7. Total fee (37 CFR 3.41).....\$ 390 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 19-2385 [Our Ref: 401530-269] <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> Maria A. Lijoi <hr style="width: 100%;"/> Name of Person Signing </div> <div style="text-align: center;"> Signature </div> <div style="text-align: center;"> October 31, 2002 <hr style="width: 100%;"/> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> 7 </div>					

Total number of pages including cover sheet, attachments, and document:
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

SCHEDULE E

to
Security Agreement
dated as of October 16, 2002
by Pro-Football, Inc.
in favor of
Bank of America, N.A., as Collateral Agent

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office
United States Copyright Office

Ladies and Gentlemen:

Please be advised that pursuant to a Security Agreement, dated as of October __, 2002 (the "Security Agreement"), by and among Pro-Football, Inc. (the "Borrower") and Bank of America, N.A., acting as collateral agent for the Purchasers, the Bank Investors, Kitty Hawk and the Bank Lenders (each as defined in the Security Agreement; together, the "Secured Parties") (in its capacity as collateral agent hereunder and any successor in such capacity being hereinafter referred to as the "Collateral Agent"), the Borrower has granted to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in, and right of set off against, the Trademarks and Tradenames and Copyrights (each as defined in the Security), including, without limitation, the trademark, service mark and copyright registrations and applications shown on the attached Schedule A hereto. The Borrower has acknowledged and agreed that the Collateral Agent (and with respect to rights of setoff, each of the Secured Parties) has and shall continue to have, for the ratable benefit of the Secured Parties, a continuing security interest in and right of setoff against any and all right, title and interest of the Borrower, whether now existing or hereafter acquired or arising, in and to the Trademarks and Tradenames and Copyrights, including, without limitation, the trademark, service mark and copyright registrations and applications shown on the attached Schedule A hereto.

The security interest in and to and right of set-off against the Trademarks and Trade Names and Copyrights, including, without limitation, the trademark, service mark and copyright registrations and applications set forth on Schedule A, is granted in accordance with the terms and conditions of the Security Agreement and can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

PRO-FOOTBALL, INC.

By: 

Name: MD Ch. S. H.
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By: 

Name: Wm. Elliott McCabe
Title: Managing Director

CITY OF WASHINGTON

DISTRICT OF COLUMBIA

I, Noel S. Capeman, a Notary Public of the County and State aforesaid, certify that Norman D. Chirite, personally came before me this day and acknowledged that he is Senior Vice President and General Counsel of Pro-Football, Inc., a Maryland corporation, and that by authority duly given and as the act of the company, the foregoing instrument was signed by him in its name as Senior Vice President and General Counsel.

WITNESS my hand and official stamp or seal, this 15th day of October, 2002.

Noel S. Capeman
Notary Public

My Commission Expires:

03/14/06
(Notary Seal)

CITY OF WASHINGTON

DISTRICT OF COLUMBIA

I, Noel S. Capeman, a Notary Public of the County and State aforesaid, certify that William Elliott McCabe, personally came before me this day and acknowledged that he is Managing Director of Bank of America, N.A. and that by authority duly given and as the act of the association, the foregoing instrument was signed by him in its name as Managing Director.

WITNESS my hand and official stamp or seal, this 15th day of October, 2002.

Noel S. Capeman
Notary Public

My Commission Expires:

03/14/06
(Notary Seal)

SCHEDULE A**I. UNITED STATES FEDERAL TRADEMARK AND SERVICE MARK REGISTRATIONS AND USE-BASED APPLICATIONS**

TRADEMARK/SERVICE MARK	REG. NO.	ISSUE DATE OF REG.
THE REDSKINS & Design	836,122	September 26, 1967
Indian Head & Helmet Design	989,220	July 23, 1974
WASHINGTON REDSKINS & Design	986,668	June 18, 1974
WASHINGTON REDSKINS	978,824	February 12, 1974
THE REDSKINS & Lance Design	987,127	June 25, 1974
REDSKINS	1,085,092	February 7, 1978
Indian Head Design	1,086,644	February 28, 1978
7 & Uniform Design	1,228,991	March 1, 1983
7 & Uniform Design	1,228,992	March 1, 1983
REDSKINETTES	1,606,810	July 17, 1990
R Design	1,611,610	August 28, 1990
Helmet Design	1,861,766	November 8, 1994
THE OWNER'S CLUB	2,608,676	August 20, 2002

TRADEMARK/SERVICE MARK	SERIAL NO.	FILING DATE
WASHINGTON REDSKINS	74/300713	August 3, 1992
FIRST LADIES OF FOOTBALL	76/316641	September 4, 2001

II. STATE TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK/ SERVICE MARK	STATE	REG. NO.	ISSUE DATE
REDSKINS	Virginia	N/A	February 10, 1975
HOGS	Virginia	N/A	August 23, 1984
WASHINGTON REDSKINS	Virginia	N/A	February 14, 1995
REDSKINS	Virginia	N/A	March 3, 1995
SKINS	Virginia	N/A	March 3, 1995
Design Mark	Virginia	N/A	March 17, 1995
Design Mark	Maryland	754,637	January 23, 1975
REDSKINS	Maryland	754,638 (renewal regis. no. 1995S3360)	January 23, 1975
WASHINGTON REDSKINS	Maryland	760,334	November 29, 1976
SKINS	Maryland	198,5S1,392 (renewal regis. no. 1995S3362)	January 23, 1985
OVER-THE-HILL GANG/WASHINGTON REDSKINS	Maryland	19,927,521	November 20, 1992
WASHINGTON REDSKINS -BEAST FROM THE EAST & De- sign	Maryland	19,937,530	January 11, 1993

TRADEMARK/ SERVICE MARK	STATE	REG. NO.	ISSUE DATE
HOGS & Design	Maryland	19,937,586	September 21, 1993
SKINS & Design	Maryland	19,937,588	September 24, 1993
SKINS	Maryland	19,957,745	March 7, 1995
HOGS	Maryland	19,957,746	March 7, 1995
REDSKINS	Maryland	19,957,747	March 7, 1995
WASHINGTON REDSKINS	Maryland	19,957,748	March 7, 1995
Design Mark	Maryland	19,957,749	March 7, 1995
HARD PUCK CAFÉ	Maryland	19,957,756	March, 16, 1995

III. CANADIAN TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK/SERVICE MARK	REG. NO.	ISSUE DATE
WASHINGTON REDSKINS	TMA251,755	October 24, 1980
REDSKINS & Design	TMA256,881	March 13, 1981
Indian Head Design	TMA256,880	March 13, 1981
Indian Head on Helmet Design	TMA256,879	March 13, 1981

IV. UNITED STATES COPYRIGHT REGISTRATIONS AND APPLICATIONS

TITLE OF WORK	REG. NO.	REG. DATE	RECORD OWNER
Washington Redskins: the authorized history / Thom Loverro	TX4553568	May 06, 1997	Loverro, Thom; Washing- ton Redskins; Taylor Pub- lishing Company

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLPFOUR TIMES SQUARE
NEW YORK 10036-6522

TELEPHONE NO.: (212) 735-3000

FACSIMILE NO.: (212) 735-2000

DIRECT FACSIMILE NO.: 917-777-3816

EMAIL: kdegan@skadden.com

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FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

NAME: Assignment DivisionFIRM: U.S. Patent and Trademark OfficeCITY: Arlington DATE: November 1, 2002TELEPHONE NO.: 703-308-9723FACSIMILE NO.: 703-306-5995FROM: Kimberley Degnan FLR/RM.: 26-306REFERENCE NO.: 401530-269 DIRECT DIAL: 212-735-3816TOTAL NUMBER OF PAGES INCLUDING COVER(S): 8

THIS FACSIMILE IS INTENDED ONLY FOR USE OF THE ADDRESSEE(S) NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ADDRESS ABOVE VIA THE LOCAL POSTAL SERVICE. WE WILL REIMBURSE ANY COSTS YOU INCUR IN NOTIFYING US AND RETURNING THE FACSIMILE TO US.

MESSAGE: **Trademarks**

The Commissioner is hereby authorized to charge any fees in connection with the attached recordation request to **Skadden, Arps Deposit Account No. 19-2385 (Our Ref: 401530-269)**

Kimberley Degnan, Trademark Legal Assistant